

FARMINGTON GLEN AQUATIC CLUB

INDEX TO BY-LAWS

		PAGE
ARTICLE I	NAME	2
ARTICLE II	OBJECT AND PURPOSES	2
ARTICLE III	GOVERNMENT	2
ARTICLE IV	OFFICERS	6
ARTICLE V	MEMBERSHIP	7
ARTICLE VI	MEETINGS	8
ARTICLE VII	SUBSCRIPTION DUES AND FEES	9
ARTICLE VIII	NOMINATIONS	11
ARTICLE IX	COMMITTEES	11
ARTICLE X	OPTION WITH RESPECT TO CERTIFICATE OF MEMBERSHIP	12
ARTICLE XI	AMENDMENTS	13
ARTICLE XII	MISCELLANEOUS	13
Amendments	History of amendments	14

BY-LAWS OF
THE FARMINGTON GLEN AQUATIC CLUB, INC.

ARTICLE I

NAME

The name of this Corporation shall be the Farmington Glen Aquatic Club, Inc., a Michigan non-profit corporation (the "Corporation" or "Club").

ARTICLE II

OBJECTS AND PURPOSES

The purposes for which this Club is formed is to construct, operate and maintain a private swimming pool organization for the use of persons desiring to become members therein. To rent, lease or own real estate therefor, or to rent, lease or own such properties, whether they be real, personal or mixed, as shall be required therefor. To conduct a non-profit operation for the benefit of its members, their families or guests.

ARTICLE III

GOVERNMENT

Section 1. The management and responsibility for operation of the Corporation shall be vested in a Board of Directors who shall be nine (9) in number.

Section 2. The first Board of Directors shall be nine (9) persons in number and shall consist of those persons elected as Directors at the first meeting of incorporators whose names are set forth in the Articles of Incorporation filed with the Michigan Corporation & Securities Commission.

Section 3. The first Board of Directors shall continue in office until the second Tuesday of February 1963 or until after the Annual meeting of the membership, at which time an Annual election will be held to replace three of the original Directors, the one to be replaced to be determined by lot or by any other method or manner determined by the Board of Directors. That thereafter, an Annual meeting shall be held on the second Tuesday of February or as soon as practicable after the Annual meeting of the membership, and three Directors shall be elected

to replace the three Directors retiring from office each year thereafter. All duly elected Directors shall serve or continue in office until their successors have been duly elected, and shall continue to exercise all of the powers and be subject to the responsibilities of a Director until such successors have taken office.

Section 4. The Board of Directors shall have the following powers and such other powers as are consistent with the Articles of Incorporation and the Statutes of the State of Michigan, but shall specifically do the following:

Shall be responsible for the governing and management of the affairs of the Corporation and shall make and amend rules for the operation of the Corporation and the management of its assets and property;

It shall appoint or elect such officers, managers, clerks, agents, servants, or employees, as it may deem necessary and shall fix their duties and compensation and shall have the power in its sole discretion to remove such persons from their office or appointment;

It shall have the power to establish compensation for the members of the Board of Directors;

It shall have the power to determine, impose or remit penalties for violations of the By-Laws and the Rules and Regulations of the Corporation;

It shall, from time to time as is hereinafter set forth, elect a President, Vice-President, Secretary, and Treasurer, and such officers shall hold their office for such period as may be fixed by the Board or at the pleasure of the Board;

It shall create such other and further offices as the Board shall determine to be necessary from time to time, and shall fix the period of office and the compensation therefore;

It shall form, constitute and appoint any standing committees and define the powers and duties of the same, and appoint any temporary committees for the carrying on or transaction of corporate affairs or business;

It shall fill any vacancy in the Board of Directors for the unexpired term thereof, by election or appointment as shall be determined by the Board;

Section 5. Each member of the Board, as a requirement for office, will have to hold a Class A or full membership and upon relinquishing of such membership shall automatically cease to be a member of the Board of Directors and a vacancy shall there upon be created in the Board.

Section 6. The Board shall designate the bank or depository in which the funds and assets of the Corporation shall be deposited or kept and shall determine the manner in which

checks, drafts, or other instruments for the payment of funds shall be executed and shall determine the number of signatures or counter-signatures required to authenticate said instruments.

Section 7. The Board shall require the Treasurer to conduct a financial review of the books of the Corporation before the date set for the Annual meeting, and to prepare and submit an Annual Statement of its financial position and shall require the Treasurer to submit such interim reports from time to time as it may see fit. The Board in its discretion may employ the services of disinterested or certified public accountants to review the books and to compensate them therefor.

Section 8. The Board shall determine and designate the form of Stock Certificate and/or Bond Certificates to be issued by the Corporation and the authentication thereof, the method of issuing and of transfer, assignment and redemption thereof.

Section 9. The Board shall meet not less than once each year and at such other times as they may by resolution determine, or when called by the President, or his representative in his absence, or an Exception meeting may be called upon written petition by not less than a majority members of the Board.

Section 10. A quorum for the conduct of business shall be a majority of the members of the Board, and if less than a majority members are present at a regular or Exception meeting, those attending shall have the power to adjourn the meeting to a later date. No member of the Board may designate any other member of the Board or any other person, to cast his vote either by proxy, assignment, voting trust, or in any other manner.

Section 11. No Director shall be removed from office except for cause, and any Director sought to be removed from office shall be entitled to have served upon him written specifications of the reasons for removal, at least five (5) days before any meeting scheduled for removal, and shall be entitled to a hearing before the entire Board and removal shall require a vote of two-thirds (2/3ds) of the Directors entitled to vote, excluding the vote of the Director sought to be removed. In the event of removal, any Director so removed shall have a right to appeal to the entire membership to review his removal and a Special meeting shall be called, notice of which shall be given to the entire membership entitled to vote at least one week before the scheduled date of such Special meeting, and the decision of the Board of Directors removing said Director shall not be reviewed except that a majority of the members present at said Special meeting shall vote to review the decision and it shall require a vote of two-thirds (2/3rds) of the members present at such meeting and entitled to vote to reinstate said Director.

Section 12. The By-Laws of the Corporation and the Rules and Regulations enacted or adopted shall be interpreted by the Board of Directors, but in the event of a disagreement on interpretation of Rules, any member feeling himself aggrieved shall have the right to appeal to the membership at any Special or Annual meeting.

Section 13. A member may serve on the Board of Directors for a maximum of two three year elected terms, after which time, the member must remain off the Board of Directors for one year before being elected again. If a member is appointed to the Board of Directors to fill an unexpired term, the duration of that unexpired term shall be in addition to the two three year terms.

ARTICLE IV

OFFICERS

Section 1. The officers of the Corporation shall be a President, Vice-President, Secretary, and Treasurer, and any other officers deemed necessary by the Board of Directors and created by them by appropriate resolution. The officers shall be elected annually by the Board of Directors at the last meeting prior to the Annual meeting of the membership. The President and Vice-President must be elected from among the membership of the Board of Directors or the membership at large. Such officers duly elected shall hold office until the next Annual meeting when their successors take office unless sooner removed by the Board of Directors.

Section 2. The President shall be the chief executive officer of the Corporation and shall preside at all meetings of the Corporation and the Board of Directors. He or she shall appoint all standing committees of the Corporation subject to confirmation of the Board of Directors, and he or she shall appoint all special or temporary committees from time to time as may be required. The President shall be responsible for the submission of all required reports or filings with federal, state, and local governmental entities. The President shall be an ex-officio of all committees and entitled to one vote at all meetings of such committees.

Section 3. The Vice-President shall act as President in the place and stead of the President during the latter's absence or inability to act or when a vacancy shall exist in the office of President. The Vice-President shall exercise such additional duties and responsibilities as may be assigned to him by the President of the Board of Directors.

Section 4. The Secretary shall keep all minutes of meetings of the Board of Directors and of meetings of the membership and shall be the custodian of all corporate records except the financial records and shall maintain permanent files of all documents relating to the history or affairs of the Corporation and shall perform such other duties as may be designated from time to time by the President or Board of Directors. The Secretary shall have charge of all notices and correspondence with members and other persons having business with the Corporation, and shall maintain a complete file of all such correspondence and of mailing lists for permanent retention in the Corporate records.

Section 5. The Treasurer shall be charged with the responsibility for maintaining the financial books of the Corporation and all records pertaining thereto and he or she shall, upon direction by the Board of Directors, pay all bills, invoices, vouchers and other obligations of the

Club and shall maintain records of such payment. He or she shall maintain records of receipts of all monies and other assets coming into his hands for the account of the Corporation and shall maintain suitable vaults or depositories for such records and shall not disburse any monies or dispose of any assets except with the express permission of the Board of Directors or membership. He or she shall be the head of the Financial Committee of the Corporation and he or she will maintain a bond in an amount to be determined by the Board of Directors to indemnify the Corporation against loss for any mis-feasance, non-feasance or mal-feasance on his part.

Section 6. That the Board of Directors may remove any officer from office at its pleasure and replace the officer so removed with another appointee, and if a vacancy shall occur in any of the offices by reason of death, illness, absence or any other reason, the Board of Directors may fill such office for the unexpired term thereof, and such appointee shall serve until the next election or until a successor has been duly qualified and taken office.

ARTICLE V

MEMBERSHIP

Section 1. There shall be the following classes of membership: Class A, Associates and Special.

Class A shall be a household comprised of one or two adults and children age twenty-four (24) or younger, residing in the same household.

Special shall be an adult person living in the household of a Class A member.

Associate members are former Class A members that meet the following requirements:

- 1) Such member must have been a Class A member for not less than 10 years and currently living alone.
- 2) Such member must have surrendered their Certificate of Membership to the Club for a full refund of bond fees.
- 3) Such member must pay annual dues equal to ½ the annual dues of Class A members.

Section 2. Requirements: A Class A membership shall be one in which a household subscribes to membership, at the original subscription cost, and is issued a Certificate of Membership, or acquires a Certificate of Membership after the original subscription has closed by paying the cost as set by the Board of Directors. Special membership shall be issued to any applicant fulfilling the requirements hereinbefore set forth, but shall terminate upon the Special member leaving the household of the Class A member. Special membership may also be extended to persons not qualifying under other classes or membership, as the Board of Directors shall determine.

Section 3. Suspension or Expulsion: Any member of any class, for cause and after having been given an opportunity for a hearing, by notice of not less than ten (10) days, may be suspended for a period of three (3) months by a vote of a majority of the Board of Directors present at any regular or Exception meeting thereof; or may be expelled by a vote of two-thirds (2/3rds) of the Board of Directors at a regular or Exception meeting thereof.

Cause for suspension or expulsion shall consist of a breach of the By-Laws, or the Rules and Regulations of the Club and pool, conduct unbecoming to a lady or gentleman, or conduct as exhibited in any act or acts is, in the opinion of the Board of Directors, likely to endanger the welfare, interest, or character of the Club. Such activities include, but are not limited to: vandalism, harassment of staff or other members, conduct that jeopardizes the Corporation's ability to participate in the NSSL, or reciprocity agreements, and violation of any law of the State of Michigan or City of Farmington, Michigan.

Each member of the Board of Directors shall have the power to, and the Board of Directors may delegate to the Chairman of the Pool Committee, the Pool Manager, or both the power to, suspend pool privileges to any member for a period of not exceeding seven (7) days for violation of the Rules and Regulations governing use of the pool. A written report of such suspension and the reason therefore shall be submitted to the Board of Directors within twenty-four hours.

Section 4. Applications: All applications shall be in writing on a form to be prescribed by the Board of Directors and the requirements for membership, except as set forth in the By-Laws, shall be set forth in a resolution adopted by the Board of Directors. All applications shall be submitted to the Membership Committee, and shall require a vote of a majority thereof for approval. If an application is not approved, then either at the request of the applicant or by request of a member of the Board of Directors, the decision of the Committee may be reversed and over-ruled by a majority vote of the Board of Directors present to vote at a regular or Exception meeting.

Section 5. Pool Privileges: Upon special occasions, or for special reason, the Board of Directors may, from time to time, extend pool privileges for a limited time, to certain persons or groups.

The Board of Directors shall empower the Pool Committee to adopt rules and regulations for the use of the pool and facilities by members and their guests, but may amend or change such rules and regulations at their discretion.

Section 6. Limitations: The membership shall be restricted to a maximum of 360 Class A memberships, but the number of memberships authorized may be changed by a unanimous vote of the Board of Directors at a regular or Special meeting or by a two-thirds (2/3rds) vote of the membership present and entitled to vote at any Annual or Special meeting upon proper notice given to all members qualified to vote.

Section 7. Each member shall be responsible for notifying the Secretary of any change of address or other personal information maintained by the Corporation. The Corporation shall not be liable for a failure to properly invoice a member or for any subsequent bond forfeiture as a result of the Corporation's inability to contact the member at the last address of such member as shown on the books of the Corporation.

Section 8. Special Terms Applicable to Associate Members. Associate members shall not be entitled to vote at any Annual or Special meeting. In the event an individual returns to the Associate member's household, such member is no longer eligible for an Associate membership, and shall be, at the Associate member's election, be placed in the first position on the waiting list for Class A membership. Associate memberships may be eliminated by the Board of Directors at the Board of Director's sole discretion.

Section 9. Other Requirements. Any property of the Club broken or damaged by a member of any class, or his guest, shall be promptly paid by such member. No person shall take any article belonging to the Club. The Club assumes no responsibility, and members (of any class) or their guests can have no claims against the Club, for the property of members of any class, or any guest, which may be brought into or left in the Club buildings or on the grounds

ARTICLE VI

MEETINGS

Section 1. The Annual meeting of the Corporation shall be held during the third full week of March or at a date so designated by the Board of Directors. The first Annual meeting in 1962 shall be at such time and place as the Board of Directors shall determine. Notice of such Annual meeting shall be given in writing to all members in good standing not less than ten (10) days before the scheduled time of such meeting, except the first Annual meeting in 1962, and then (10) days notice of such meeting shall be sufficient notice.

Section 2. The Annual meeting shall be for the purpose of electing Directors according to the method and procedure as elsewhere set forth in these By-Laws and for the purpose of having reports presented by the Board of Directors and officers showing the financial status of the Club and for the presentation of such other reports by the Directors and officers and committees as will fully apprise the membership of the current status of the Club and the activities undertaken and accomplished during the previous year.

Section 3. Special meetings of the entire membership may be called by the Board of Directors upon fifteen (15) days written notice to all of the membership. Upon application in writing to the Board of Directors, by not less than twenty-five (25) members in good standing requesting a Special meeting, such meeting shall be called by the Secretary at the direction of the President, and not less than fifteen (15) days written notice shall be given to all members in good standing, and the application and notice shall state the purpose for which the Special meeting is requested to be convened and the agenda to be discussed thereat and no other

matters will be discussed except upon unanimous approval at the meeting of the membership present and qualified to vote.

Section 4. Only those members in good standing shall be entitled to vote at any Annual or Special meeting and such member may vote by written proxy tendered to the Secretary of the Corporation, which proxy shall designate the party to whom the proxy is given, and such proxy must be accepted by the Secretary of the Corporation upon comparing the signature or verifying the signature with the records of the Corporation or any other suitable means.

Section 5. A quorum of the members in good standing at any Annual or Special meeting shall be ten per cent (10%) of such members.

Section 6. Regular meetings of the Board of Directors shall be as is elsewhere set forth in these By-Laws, or as the Board of Directors may by resolution determine, but there must be at least one Annual meeting of said Board of Directors.

Section 7. All amendments to the By-Laws must be presented in writing to the Secretary not less than fifteen (15) days before the scheduled time of any Annual or regular meeting and if not so presented, such amendment shall not be placed on the agenda nor acted upon.

Section 8. Notices of meetings, either Annual or Special to the last address shown on the books of the Corporation to each member in good standing shall be sufficient notice of such meeting, but the presence of any member at an Annual or Special meeting shall constitute a waiver of such written notice.

Section 9. Absentee ballots to be used for the election of Directors or other officers to be voted upon, at the Annual meeting, shall be provided to members at their request or by action of the Board of Directors. Ballots shall be enclosed in a second envelope addressed to the Secretary of the Club and verified by the signature of the member submitting the absentee ballot. Ballots must be submitted by the time scheduled for the Annual meeting.

ARTICLE VII

SUBSCRIPTIONS, DUES AND FEES

Section 1. All persons desiring a Class A membership shall submit an application for membership to the Board of Directors, and shall pay a subscription price of Five Hundred Fifty (\$550.00) Dollars either at the time of making application or as the Board of Directors shall prescribe. No Certificate of Membership shall be issued until the application has been approved and the subscription fully paid, and no applicant shall have any rights and privileges of membership until such subscription be fully paid and Certificate of Membership issued. If an

application is rejected for any reason, the subscription money, or any part thereof, paid in shall be promptly refunded.

Section 2. The membership dues for the first year of operation of the pool shall be Fifty (\$50.00) Dollars and thereafter shall be set by the Board of Directors, in their discretion, in sufficient amount to operate the Corporation.

Section 3. No special assessments may be levied by the Board of Directors except upon approval of two-thirds of the membership present at a Annual or Special meeting and entitled to vote or upon unanimous vote of the Board of Directors at a regular or Exception meeting.

Section 4. Payment of dues, special assessment or other charges shall be due and payable upon the 10th of the month next succeeding the determination of such dues, assessments or charges, and if not paid, such membership shall be construed delinquent and be subject to suspension by the Board of Directors, either automatically or in such manner as the Board may determine, and upon suspension and during suspension, such membership shall not be entitled to any of the rights and privileges of membership. Delinquent members may be reinstated upon payment of all such dues, assessments, and charges, or at the discretion of the Board of Directors. If the delinquency continues for a period of two (2) months, then the Board of Directors may notify the delinquent member that the membership may be forfeited and take such other and further action as is provided in the By-Laws. No application for sale or transfer of a membership shall be honored while such membership is delinquent in payment of dues, assessments or charges, and such indebtedness shall constitute a lien and charge against the share or interest of such membership, and such indebtedness shall be fully discharged before any sale of transfer be permitted, except that after the period aforesaid, the Corporation may, at its option, cancel the membership and pay the delinquent member the difference between the subscription price and the indebtedness. Such cancelled membership may then be reissued to any other qualified applicant.

Section 5. No membership which is delinquent shall be permitted to vote at any Annual or Special meeting.

Section 6. No dues shall be refunded except at the discretion of the Board of Directors.

Section 7. Members shall be responsible for the payment of all charges, debts or damages charged to or incurred by any member of the family included in such membership and for all quests under such membership.

Section 8. In the event of a voluntary cessation of corporate existence or operation of the Club, the dissolution of the Corporation and distribution of assets shall be in accordance with the Statutes of the State of Michigan.

Section 9. All dues, assessments and charges shall be exclusive of any taxes, excise or otherwise, imposed by Federal, State or local governments, which, if imposed, shall be paid by the Club and collected from the individual members in the same manner as dues, assessments and charges, and failure to pay such taxes shall constitute a delinquency in the same manner as is hereinbefore defined in Section 4, of this Article.

Section 10. Members desiring to sell memberships will be refunded full dues if the Club is successful in selling their membership before the opening of the Club for the current season, or one-half (1/2) of their membership dues if the Club is successful in selling their membership on or before July 15.

ARTICLE VIII

NOMINATIONS

Section 1. There shall be a standing committee known as the Nominating Committee which shall be composed of five (5) members in good standing of the Club. Three (3) members shall be elected at the Annual meeting and the remaining two (2) shall be appointed by the Board of Directors not less than ninety (90) days before the scheduled date of the Annual meeting of the Club. If any vacancy shall occur in the Nominating Committee, such vacancy shall be filled by a majority vote of the remaining Committee members.

Section 2. The Nominating Committee shall meet at least once annually not less than sixty (60) days before the scheduled date of the Annual meeting and shall deliberate and select a slate of candidates consisting of not less than twice the number of the vacancies to be filled. Such slate shall be forwarded to the Secretary in writing in sufficient time to enable the Secretary to include such slate with the notice of the Annual meeting required elsewhere in these By-Laws.

Section 3. Nominations of candidates other than those selected by the Nominating Committee may be made in writing, signed by not less than ten (10) members in good standing of the Club; must be submitted to the Secretary of the Club not less than fourteen (14) days prior to the Annual meeting of the Corporation. Such candidates names shall be placed in nomination together with the names of those selected by the Nominating Committee.

ARTICLE IX

COMMITTEES

Section 1. The standing committees of the Club shall be:
Pool and Grounds;
Membership;
Finance;
Nominating;

Swim Team.

Section 2. The Board of Directors may from time to time, in their discretion, designate and create such other standing committees as necessity may dictate.

Section 3. Each committee may adopt rules and regulations appropriate to the carrying out of its functions, but such rules and regulations shall in all cases be subject to approval of the Board of Directors and shall not conflict with the By-Laws or resolutions in force.

Section 4. The Finance Committee shall act in concert with the Treasurer of the Club and shall assist him in the preparation of the annual report to the membership and shall give such other and further assistance as the Treasurer may require or as the Board of Directors may from time to time direct.

Section 5. The Pool and Grounds Committee shall exercise general supervision of the pool and grounds and shall recommend such rules and regulations for approval by the Board of Directors as will accomplish the orderly and efficient use and enjoyment of said facilities.

ARTICLE X

OPTION OF CORPORATION WITH RESPECT TO CERTIFICATE OF MEMEBERSHIP

Section 1. In the event that any holder of a Certificate of Membership shall desire to sell or transfer the certificate evidencing a membership in the Corporation, such certificate holder shall deliver to the Corporation a written notice to that effect. Upon receipt of such notice, the Corporation shall have the option for thirty (30) days after receipt of said notice, to purchase or transfer the certificate of said offering member at the original subscription price. In the event that the Corporation does not exercise its option within the said thirty-day period, the member desiring to sell or transfer may sell or transfer said certificate to any person but the Corporation shall have the additional right to be informed of the sale price and within a period of five (5) days to match said sale price, and if the Corporation shall offer to match said sale price, the selling member shall thereupon sell, transfer and assign to the Corporation the said Certificate and shall be compensated in cash by the Corporation simultaneously. If the Corporation does not match the selling price within the designated period or does not pay the money, the selling member shall have the right to sell, transfer, or assign the said Certificate to the purchaser, but such purchaser shall be subject to qualifying as a member under the rules of membership, and in the event that such purchaser shall not be able to qualify, then the Corporation shall have the right to refuse to transfer said membership on the books of the Corporation, but the Corporation shall at all times observe the rules and regulations pertaining

to membership and shall not unreasonably refuse or delay to transfer a membership when all requirements have been met.

Section 2. In the event that any holder of a Certificate of Membership shall desire to gift or transfer the certificate evidencing a membership in the Corporation for no compensation, such certificate holder shall deliver to the Corporation a written notice to that effect. Upon receipt of such notice, the Corporation shall have the option for thirty (30) days after receipt of said notice, to purchase or transfer the certificate of said offering member at the original subscription price. In the event that the Corporation does not exercise its option within the said thirty-day period, the member desiring to gift or transfer for no compensation may transfer said certificate to any person subject to the completion of an application for membership and payment of an application fee as prescribed by the Board of Directors. Such transferee shall be subject to qualifying as a member under the rules of membership, and in the event that such transferee shall not be able to qualify, then the Corporation shall have the right to refuse to transfer said membership on the books of the Corporation, but the Corporation shall at all times observe the rules and regulations pertaining to membership and shall not unreasonably refuse or delay to transfer a membership when all requirements have been met.

Section 3. That each certificate representing participation in the Corporation shall have printed thereupon the following:

“This certificate is issued subject to the option of the Corporation, the Farmington Glen Aquatic Club, Inc., to purchase said share represented hereby pursuant to the authority granted the Corporation in its Articles of Incorporation.”

Section 4. As used in the Article, the term “Certificate holder” shall include the legal representative of a living or deceased certificate holder, his heirs or assigns, but no certificate shall be pledged or encumbered in any way without the express written permission of the Corporation, and failure to observe this provision shall at the discretion of the Board of Directors, result in a forfeiture of members.

Section 5. In the event that any member shall become insolvent or bankrupt or subject to the jurisdiction of any court or tribunal dealing with insolvency, receivership or bankruptcy, the right of the Corporation to exercise its option shall accrue immediately upon any administrative or judicial determination that the member is insolvent or bankrupt or is subject to receivership.

ARTICLE XI

AMENDMENTS

Section 1. Amendments to the By-Laws may be made by a two-thirds vote of the Board of Directors at any regular or Exception meeting, or by two-thirds of the Class A members in good standing at any Annual or Special meeting, provided that notice of such amendment has been properly given in accordance with the By-Laws elsewhere provided herein.

ARTICLE XII

MISCELLANEOUS

Section 1. The Corporation shall indemnify any Director or officer or duly authorized employee, agent or servant of the Corporation while within the scope of his duties or employment from any liability or suit to which he or she is made a party and from any liability incurred in the exercise of his duties or employment. The Board of Directors shall by resolution defend such person in any lawsuit or claim and the Corporation shall pay any damages which such person may sustain by reason of judgment in connection with the employment and duties hereinbefore recited. Such indemnification shall extend beyond the term of office or date of employment, provided that the act for which liability is sought to be imposed was performed during the term of such office or during the term of employment.

Section 2. In any controversy involving an interpretation of the By-Laws or of the Rules and Regulations of the Club, the decision of the Board of Directors as to the interpretation of such By-Laws and Rules and Regulations shall be final and binding.

Amendments to By-Laws – History

Effective February 23, 1965

Article V, Membership,
Section 1

Amended to eliminate su-section (c)

Article VI, Meetings,
Section 1

Amended to read as follows:

Section 1. The annual meeting of the corporation shall be held on the first Tuesday or February, commencing in 1963, and on the same day of each year thereafter, except that commencing in 1966, than annual meeting shall be held on the first Tuesday of March, 1966, and on the first Tuesday of March of each year thereafter. The first annual meeting in 1962 shall be at such time and place as the Board of Directors shall determine. Notice of such annual meeting shall be given in writing to all members in good standing not less than thirty (30) days before the scheduled time of such meeting, except the first annual meeting in 1962, and ten (10) days notice of such meeting shall be sufficient notice.

Article VII,
Subscriptions, Dues
and Fees

Amended to read:

Section 9. All dues, assessments and charges shall be exclusive of any taxes, excise or otherwise, imposed by Federal, State or local governments, which, if imposed, shall be paid by the Club and collected from the individual members in the same manner as dues, assessments and charges, and failure to pay such taxes shall constitute a delinquency in the same manner as is hereinbefore defined in Section 4 of this Article.

Effective March 16, 1978

Article VI, Section 1:

Delete from words “on the first”... through the words “each year thereafter.” And substitute the words “during the third full week of March.”

Article VI, Section 1:

Change “in good standing not less than thirty (30)” to read “not less than ten (10).”

Effective February 28, 1980

Article III, Section 4 (d)

Delete words “Recording” and “Corresponding Secretary.”

Article IV, Section 1:

Delete words “Recording” and “Corresponding Secretary: and leave the word “Secretary”.

Article IV, Section 4:

Delete the word “Recording”.

Article IV, Section 5:

This section becomes Article IV, Section 4 Continued by deleting the word “Corresponding”

Article IV, Section 6:

Becomes Section 5.

Article IV, Section 7:

Becomes Section 6.

- Article VII, Section 1: Change subscription price from (\$00) to (\$450) both in words and numbers.
- Article IX, Section 1 (e) Delete "Public Relations" and substitute "Swim Team".

Effective November 18, 2012

- Article III, Section 9 Change from "not less than five (5) members of the Board." to "not less than a majority members of the Board."
- Article III, Section 10 Change from "A quorum ... shall be five (5) members of the Board, and if less than five (5) ..." to "A quorum... shall be a majority of the members of the Board, and if less than a majority..."
- Article V, Section 6 Change from "300 Class A memberships" to "360 Class A memberships"
- Article VI, Section 1 Change from "The annual meeting of the Corporation shall be held during the third full week of March." to "The annual meeting of the Corporation shall be held during the third full week of March or at a date so designated by the Board of Directors"
- Article VII, Section 1 Change subscription price from \$450 to \$550 (words and numbers)
- Article III, Section 13 Add new section: A member may serve on the Board of Directors for a maximum of two three year elected terms, after which time, the member must remain off the Board of Directors for one year before being elected again. If a member is appointed to the Board of Directors to fill an unexpired term, the duration of that unexpired term shall be in addition to the two three year years.

Effective December 16, 2012

- Article III, Section 7 Change from "audit the books" to "Review the books", 2 places

Effective January 5, 2014

- Article I Added the following text: (the "Corporation" or "Club")
- Article III (first modification) and throughout Modified bylaws to resolve ambiguity with respect to the different types of meetings that the Club and the Board of Directors can hold by identifying that the Club can hold "Annual" or "Special" meetings and the Board of Directors can hold "Regular" or "Exception" meetings. Usage of these terms modified to ensure consistency throughout the bylaws.
- Article IV, Section 2 and throughout Added "or she" wherever the gender specific pronoun "he" is used throughout the bylaws to ensure gender neutrality.
- Article IV, Section 2 Added language specifying that the President shall be responsible for the submission of all required reports or filings with federal, state, and local governmental entities.

Article V, Section 1	Changed the definition of a Class A membership from a husband and wife and minor children to a household comprised of one or two adults and minor children. Changed unmarried to adult in the definition of Special member.
Article V, Section 1	Made the following modifications to conform the definitions of various classes of membership to the definition created as a result of a 9/20/1987 Board resolution (text below shows removed " striketrough " language and inserted "[bracketed]" language): [Special] Associate shall be an adult person living in the household of a Class A member. [Associate members are former Class A members that meet the following requirements: <ol style="list-style-type: none"> 1) Such member must have been a Class A member for not less than 10 years and currently living alone. 2) Such member must have surrendered their Certificate of Membership to the Club for a full refund of bond fees. 3) Such member must pay annual dues equal to ½ the annual dues of Class A members.]
Article V, Section 2	Changed "Associate" to "Special." Changed family to household. Added "also" to last sentence to correct typographical error.
Article V, Section 3	In the second paragraph, added all text following the word "gentleman."
Article V, Section 3	In third paragraph, added language allowing any member of the Board of Directors and the Pool Manager the authority to suspend pool privileges for a violation of the Rules and Regulations.
Article V, Section 7	Entire Section added.
Article V, Section 8	Entire Section added. Note that these requirements were approved by the Board of Directors per the 9/20/1987 resolution.
Article V, Section 9	Entire Section added.
Article VII, Section 1	Added the word "or" in the first sentence to correct typographical error.
Article VII, Section 3	Added language permitting the Board of Directors to levy a special assessment upon a unanimous vote of the Board of Directors.
Article VII, Section 10	Added the text "full dues if the Club is successful in selling their membership before the opening of the Club for the current season, or" to the section.
Article IX, Section 5	Changed the language that indicated that the Pool and Grounds Committee shall adopt the rules and regulations to indicate the Committed shall recommend rules for approval by the Board of Directors.
Article X, Section 2	Inserted new Section 2 into Article X, renumbered all Sections following Section 2. This sections permits gifting of memberships.

Effective January 10, 2016

Article III, Section 4
Article X, Section 2

Inserted clause permitting compensation for the Board of Directors.
Added the word “event” in the first sentence to correct a typo.

Effective February 11, 2018

Article V, Section 1

Changed the sentence that read, “Class A shall be a household comprised of one or two adults and minor children under the age of twenty-one (21) residing at home,” to read, “Class A shall be a household comprised of one or two adults and children age twenty-four (24) or younger, residing in the same household.”

Article V, Section 8

Deleted the sentence, “Maintenance Fees shall be waived for Associate Members.”

Article VII, Section 4

Changed “three (3)” to “two (2).”